

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

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ANNMARIE MALLOZZI, INDIVIDUALLY AND
ON BEHALF OF ALL OTHERS SIMILARLY SITUATED,

Plaintiff,

vs.

INDUSTRIAL ENTERPRISES OF AMERICA, INC.;
JOHN MAZZUTO; JORGE YEPES; DENNIS O'NEILL;
and JAMES MARGULIES,

Defendants.
-----X

CASE No.: 07-CV-10321 (GBD)

STIPULATION AND
[PROPOSED] ORDER
APPOINTING LEAD
PLAINTIFFS AND
APPROVING SELECTION
OF CO-LEAD COUNSEL

CLASS ACTION

WHEREAS, Section 21D of the Private Securities Litigation Reform Act of 1995 ("PSLRA") provides that in securities class actions, courts "shall appoint as lead plaintiff the *number or members* of the purported plaintiff class that the court determines to be most capable of adequately representing the interest of class members," 15 U.S.C. § 78u-4(a)(3)(B)(i) (emphasis added);

WHEREAS, the PSLRA required notice of this action was published by the Rosen Law Firm on November 16, 2007;

WHEREAS, in accordance with the PSLRA, class members Steve Rash and Carl Meisner, on behalf of himself and his minor children (the "TEAM Investors"); and Ronald Goldenberg and Carl Hacussler (the "Goldenberg Group") both timely moved this Court on January 15, 2008, to be appointed Lead Plaintiff and for approval of their selection of Counsel,

WHEREAS, movants and their respective counsel have worked together cooperatively in the prosecution of this action and have agreed to seek appointment as Lead Plaintiffs and to have

the Rosen Law Firm, P.A. and Wolf Haldenstein Adler Freeman & Herz LLP serve as Co-Lead Counsel;

WHEREAS, Co-Lead Counsel have agreed to avoid any duplication of effort in this litigation and vigorously to prosecute this action on behalf of the proposed Lead Plaintiffs and Class;

IT IS HEREBY ORDERED THAT:

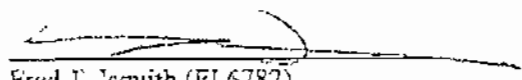
1. Class members Carl Meisner, on behalf of himself and his minor children, Ronald Goldenberg, and Carl Haeussler are appointed Lead Plaintiffs in this action, pursuant to Section 21D(a)(3)(B) of the Securities Exchange Act of 1934, 15 U.S.C. §78u-4(a)(3)(b), as amended by the PSLRA;
2. The Court approves the selection of the Rosen Law Firm, P.A. and Wolf Haldenstein Adler Freeman & Herz LLP as Co-Lead Counsel, pursuant to Section 21D(a)(3)(B) of the Securities Exchange Act of 1934, as amended by the PSLRA, and
3. Co-Lead Counsel shall manage the prosecution of this litigation. Co-Lead Counsel are to avoid duplicative or unproductive activities and are hereby vested by the Court with the responsibilities that include, without limitation, the following: (1) to prepare all pleadings, (2) to direct and coordinate the briefing and arguing of motions in accordance with the schedules set by the orders and rules of this Court; (3) to initiate and direct discovery; (4) to prepare the case for trial; and (5) to engage in settlement negotiations on behalf of Lead Plaintiffs and the Class


Dated: February 19, 2008

Respectfully submitted,

**WOLF HALDENSTEIN
ADLER FREEMAN
& HERZ LLP**

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[Proposed] Co-Lead Counsel for Plaintiffs

[Proposed] Co-Lead Counsel for Plaintiffs

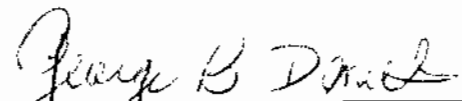
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Additional Counsel

FEB 21 2008

Dated: February __, 2008

SO ORDERED


HON. GEORGE B. DANIELS
UNITED STATES DISTRICT JUDGE
JUDGE GEORGE B. DANIELS